

ILLINOIS TOOL WORKS INC

Form 4

February 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'HERLIHY CHRISTOPHER A

2. Issuer Name **and** Ticker or Trading
Symbol
ILLINOIS TOOL WORKS INC
[ITW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ILLINOIS TOOL WORKS INC, 155
HARLEM AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2015

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)
GLENVIEW, IL 60025

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2015		M	5,385 A	\$ 0 ⁽¹⁾ 13,199	D	
Common Stock	02/13/2015		F	1,691 D	\$ 97.05 11,508	D	
Common Stock					1,540	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Performance Restricted Stock Unit (granted 2/10/2012) (1)	\$ 0	02/13/2015		M		5,385	(3)	(3)	Common Stock
Employee Stock Option	\$ 98.26	02/13/2015		A		22,675	02/13/2016(4)	02/13/2026	Common Stock
Performance Restricted Stock Unit (granted 2/13/15) (1)	\$ 0	02/13/2015		A		4,749	(5)	(5)	Common Stock
Employee Stock Option	\$ 63.25						02/15/2014(4)	02/15/2023	Common Stock
Employee Stock Option	\$ 55.81						02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 78.59						02/14/2015(4)	02/14/2024	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014) (1)	\$ 0						(5)	(5)	Common Stock
Employee Stock Option	\$ 43.64						02/12/2011(4)	02/12/2020	Common Stock
Performance Restricted Stock Unit (granted	\$ 0						(5)	(5)	Common Stock

2/15/2013)

(1)

Employee Stock Option	\$ 55.71
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02/10/2013 ⁽⁴⁾	02/10/2022	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 155 HARLEM AVENUE GLENVIEW, IL 60025			Executive Vice President	

Signatures

Christopher A. O'Herlihy, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

02/18/2015

 **Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 13, 2015.
- (3) The PRSU award became vested and payable on February 13, 2015.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Each PRSU vests 100% three years from the date of grant if performance goals are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.